

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

UNITED STATES OF AMERICA,

*Plaintiff,*

v.

C.A. No. 21-cv-1644-MN

UNITED STATES SUGAR CORPORATION,  
UNITED SUGARS CORPORATION,  
IMPERIAL SUGAR COMPANY, and  
LOUIS DREYFUS COMPANY, LLC,

*Defendants.*

**DECLARATION OF JILL PTACEK**

I, Jill Ptacek, declare as follows:

1. I am a trial attorney with the Antitrust Division of the United States Department of Justice (“Antitrust Division”). I have been working on the Antitrust Division’s investigation of the proposed acquisition by United States Sugar Corporation (“U.S. Sugar”) of Imperial Sugar Company (“Imperial”) assets from Louis Dreyfus Company (“LDC”) and the proposal for United Sugars Corporation (“United”), a cooperative partially owned by U.S. Sugar, to market and sell the refined sugar produced by Imperial (“the proposed transaction”). I submit this declaration in connection with the United States’ Answering Brief in Opposition to Defendants’ Motion to Transfer Venue Pursuant to 28 U.S.C. § 1404(a) or to Expedite Trial and make the following statements based upon my personal knowledge gained in the course of my official duties or based upon sources that are cited below.

2. Attached as **Exhibit 1** is a true and correct copy of the executed March 24, 2021, Asset Purchase Agreement produced by Imperial in response to the United States' Request for Additional Information and Documentary Materials ("Second Request").
3. Attached as **Exhibit 2** is a true and correct copy of the Raw Sugar Sourcing Agreement produced by Imperial in response to the Second Request.
4. Attached as **Exhibit 3** is a true and correct copy of the Transition Services Agreement produced by Imperial in response to the Second Request.
5. Attached as **Exhibit 4** is a true and correct copy of Imperial's organizational chart, which indicates employee locations, produced by Imperial in response to the Second Request.
6. Attached as **Exhibits 5 and 6** are true and correct copies of documents produced by U.S. Sugar in response to the Second Request relating to a meeting held in New York City in early March 2020 between representatives of U.S. Sugar, Imperial, LDC and U.S. Sugar's bank, Wells Fargo, to discuss the proposed transaction.
7. Attached as **Exhibit 7** is a true and correct copy of LDC's Wilton, Connecticut corporate address, as shown on LDC's website, <https://www.ldc.com/who-we-are/locations/>.
8. Attached as **Exhibit 8** is a true and correct copy of United's corporate address, as listed on United's website, <https://unitedsugars.com/contact-us/>.
9. Attached as **Exhibit 9** is a true and correct copy of United's industrial customer service distribution locations, as shown on United's website, <https://unitedsugars.com/distribution/>.

10. Attached as **Exhibit 10** is a true and correct copy of the distribution locations of Batory Foods, Inc., which is headquartered in Rosemont, Illinois, as shown on the company's website, <https://www.batoryfoods.com/our-locations>.

11. Attached as **Exhibit 11** is a true and correct copy of a map of the headquarters and distribution centers of ICI Foods, which is based in Glen Allen, Virginia, as shown on the company's website, <https://www.icifoods.com/distribution>.

12. Attached as **Exhibits 12, 13, 14, 15, 16, and 17** are true and correct copies of the addresses of the corporate offices and/or locations of United's and Imperial's largest processing competitors, American Sugar Refining/Florida Crystals, CSC Sugar, Louisiana Sugar Refining, Michigan Sugar, National Sugar Marketing, and Western Sugar, as shown on their respective websites, <https://www.asr-group.com/about-us/our-owners>; <https://www.floridacrystalscorp.com/sugar-refining>; <https://www.cscsugar.com/about/>; <http://lrsugar.com/>; <https://www.michigansugar.com/about-us/locations/>; <https://www.nationalsugar.com/locations>; and <https://www.westernsugar.com/who-we-are/our-facilities/>.

13. Attached as **Exhibit 18** is a true and correct copy of a letter from Lindsey S. Champlin, attorney for U.S. Sugar and United, to Jill Ptacek, attorney, Antitrust Division (May 11, 2021).

14. Attached as **Exhibit 19** is a true and correct copy of a letter from Amanda Wait, attorney for Imperial and LDC, to Jill Ptacek, attorney, Antitrust Division (May 18, 2021).

15. Attached as **Exhibit 20** is a true and correct copy of an email from Lindsey S. Champlin, attorney for U.S. Sugar and United, to Jill Ptacek, attorney, Antitrust Division

regarding scheduling for depositions of Matthew Wineinger and Dirk Swart (September 22, 2021) (without attachment).

16. Attached as **Exhibit 21** is a true and correct copy of a press announcement by U.S. Sugar announcing the proposed transaction, as shown on the company's website, <https://www.ussugar.com/u-s-sugar-to-expand-domestic-sugar-production-to-better-serve-customers-2/>.

17. Attached as **Exhibit 22** is a true and correct copy of information regarding Imperial's corporate history, as shown on the company's website, <https://www.imperialsugarc company.com/history/>.

18. In response to the Second Request, U.S. Sugar and Imperial each identified the persons responsible for negotiating the proposed transaction on behalf of their company. U.S. Sugar identified Robert Bunker (President & Chief Executive Officer), Luke Kurtz (Senior Vice President & General Counsel), Neil Smith (Senior Vice President of Sugar Manufacturing), and Elaine Wood (Senior Vice President & Chief Financial Officer) as the individuals handling the transaction negotiations on its behalf. Imperial identified Robert Eckert (Vice President and Chief Financial Officer, Louis Dreyfus Company, North America), Michael Gorrell (President and Chief Executive Officer, Imperial Sugar Company), Cornelius Grealy (Chief Legal Officer, North America, Louis Dreyfus Company), Adrian Isman (Chief Executive Officer, Louis Dreyfus Company, North America), Robert Waxlax (Head of Business Development and M&A, Louis Dreyfus Company, North America), and Roger Wells (Partner, McGrath North Mullin & Kratz, PC LLO). I worked with a paralegal to conduct a records search using publicly available information to identify each negotiator's home location. Specifically, we used LinkedIn to

obtain each such location. We then calculated the distance between that location and the federal courthouses in Savannah, Georgia and Wilmington, Delaware, respectively, using Google Maps and/or Travelmath. Based on the information gathered, I concluded that only one individual, Michael Gorrell of Imperial, is located near Savannah. No other negotiating individual resides within 400 miles of Savannah. Indeed, one of LDC's negotiators, outside counsel Roger Wells, is located in Omaha, Nebraska, approximately 1,200 miles from either Savannah or Wilmington. The four individuals representing U.S. Sugar are located in or near Clewiston, Florida. And four of the Imperial negotiators—Robert Eckert, Cornelius Grealy, Adrian Isman, and Robert Waxlax—are located near LDC's Wilton, Connecticut headquarters, under 200 miles from the Delaware courthouse.

19. In response to the Second Request, United (which markets and sells sugar on behalf of U.S. Sugar) and Imperial each identified their top 20 refined sugar customers for 2020. I worked with a paralegal to conduct a records search using publicly available information to identify each customer's corporate headquarters. Specifically, we used Lexis Comprehensive Business Report and internet search engines. After determining each customer's headquarters, we used a tool on the United States Courts' website to determine in which district a customer could be found. The tool is located on the United States Courts' webpage entitled "Federal Court Finder," which was accessed on December 8, 2021 and is available at <https://www.uscourts.gov/federal-court-finder/search>. Based on this analysis, I conclude that none of the Defendants' top 20 customers appears to be headquartered in the Southern District of Georgia.<sup>1</sup>

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<sup>1</sup> Three of the identified customers appear to be headquartered in the Northern District of Georgia.

I declare under the penalty of perjury under the laws of the United States that the forgoing is true and correct.

Executed on this the 13<sup>th</sup> day of December, 2021

/s/ Jill Ptacek

**CERTIFICATE OF SERVICE**

I hereby certify that on December 13, 2021, a true and correct copy of the sealed exhibits to the Declaration of Jill Ptacek in support the United States' Answering Brief in Opposition to Defendants' Motion to Transfer Venue Pursuant to 28 U.S.C. § 1404(a) or to Expedite Trial, were served on all counsel of record via email.

Respectfully Submitted,

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Dated: December 13, 2021